

United States Courts
Southern District of Texas
FILED

JAN 14 2002 LF

Michael N. Milby, Clerk

IN RE:

Harvest Communities, Inc.,
Texas Choice Communities, Inc.,
Trinity Retirement Communities, Inc.,

Debtors.

William West, Liquidation Agent

vs.

Pharmerica, Inc.,

Claimant.

§ Case No. 00-36301-H5-11 ✓
§ Case No. 00-36302-H5-11
§ Case No. 00-36303-H5-11
§ (Chapter 11)
§ (Jointly Administered under 00-36301)

**LIQUIDATION AGENT'S OBJECTION TO CLAIMS OF PHARMERICA, INC.
(CLAIM NO. 84 - HC, CLAIM NO. 62 - TC, CLAIM NO. 73 - TC)
(CLAIM NO. 52 - TR AND CLAIM NO. 97 - TR)**

To the Honorable Karen Brown
United States Bankruptcy Judge:

William West, the duly appointed Liquidation Agent under the Debtors' first amended plan of reorganization (the "Liquidation Agent"), files this objection to the claims of Pharmerica, Inc. (the "Claimant").

Summary of Relief Requested

1. The Claimant has filed five proofs of claim (Claim No. 84 – Harvest Communities, Claim No. 62 – Texas Choice, Claim No. 73 – Texas Choice, Claim No. 52 – Trinity Retirement and Claim No. 97 – Trinity Retirement) each asserting a general unsecured claim in the amounts of \$18,307.29, \$52,164.10, \$52,164.10, \$222,338.83 and \$222,338.83, respectively. The Liquidation Agent objects to the claim as the proofs of claim do not contain sufficient information to establish a claim against the Estate. The Liquidation Agent requests that the proofs of claim be disallowed in their entirety.

701

Parties and Jurisdiction

2. William West is the Liquidation Agent appointed in connection with the confirmed plan of reorganization in this case and may be served in this contested matter through the undersigned counsel.

3. The Claimant may be served c/o John Henrichs, Johnson Henrichs & McHugh LLP, 280 S. Beverly Drive, Penthouse, Beverly Hills, CA 90212 as indicated on Claim Nos. 62 – TC, 84 – HC and 52 - TR and c/o Alan W. Forsley, Henrichs Law Firm, P.C., 835 Wilshire Blvd., Suite 300, Los Angeles, CA 90017 as indicated on Claim Nos. 73 – TC and 97 - TR.

4. Claims objections are governed by § 502 of the Bankruptcy Code and by Bankruptcy Rule 3007. Inasmuch as the Liquidation Agent is not requesting relief of the kind specified in Bankruptcy Rule 7001, this objection is a contested matter under Bankruptcy Rule 9014.

Background

5. The Debtors filed voluntary chapter 11 cases on July 6, 2000. An order for joint administration was entered on July 7, 2000.

6. On August 23, 2001, this Court confirmed the Debtors' First Amended Jointly Proposed Plan of Reorganization (the "Plan").

7. On or about October 11, 2000, the Claimant filed a proof of claim (Claim No. 84 – Harvest Communities) asserting a general unsecured claim in the amount of \$18,307.29. Attached to the proof of claim is a one-page summary. No other supporting documentation is attached. A copy of Claim No. 84 – HC is attached as Exhibit "1".

8. On or about October 11, 2000, the Claimant filed a proof of claim (Claim No. 62 – Texas Choice Communities) asserting a general unsecured claim in the amount of \$52,164.10. Claim No. 62 – TC was amended by Claim No. 73 – TC on or about November 24, 2001. Attached

to the proofs of claim is a one-page summary. No other supporting documentation is attached. A copy of Claim No. 62 – TC and Claim No. 73 are attached as Exhibits “2” and “3”, respectively.

9. On or about October 11, 2000, the Claimant filed a proof of claim (Claim No. 52 – Trinity Retirement Communities) asserting a general unsecured claim in the amount of \$222,338.83. Claim No. 52 – TR was amended by Claim No. 97 – TR on or about November 24, 2001. Attached to the proofs of claim is a one-page summary. No other supporting documentation is attached. A copy of Claim No. 52 – TR and Claim No. 97 – TR are attached as Exhibits “4” and “5”, respectively.

10. The Liquidation Agent has previously contacted the Claimant and requested supporting documentation. The Claimant failed to respond. Accordingly, the Liquidation Agent has filed this objection.

Objections

11. The Debtors’ available books and records do not reflect the claims asserted by the Claimant. Claimant’s proofs of claim do not contain sufficient documentation to establish a claim against the Debtors. The claims should be disallowed in their entirety.

Relief Requested

12. The Liquidation Agent requests that the Court (i) disallow Claim No. 84 – HC, Claim No. 62 – TC, Claim No. 73 – TC, Claim No. 52 – TR and Claim No. 97 – TR in their entirety; and (ii) grant such other relief as set forth above.

Dated: January 14, 2002.

Respectfully submitted,

Floyd, Isgur, Rios & Wahrlich, P.C.

By:



David R. Jones
State Bar No. 00786001/S.D.Tex. No. 16082
Blake E. Rizzo
S.D. Tex. No. 29684
700 Louisiana, Suite 4600
Houston, Texas 77002
(713) 222-1470
(713) 222-1475 (fax)
Attorneys For William West, Liquidation Agent

CERTIFICATE OF SERVICE

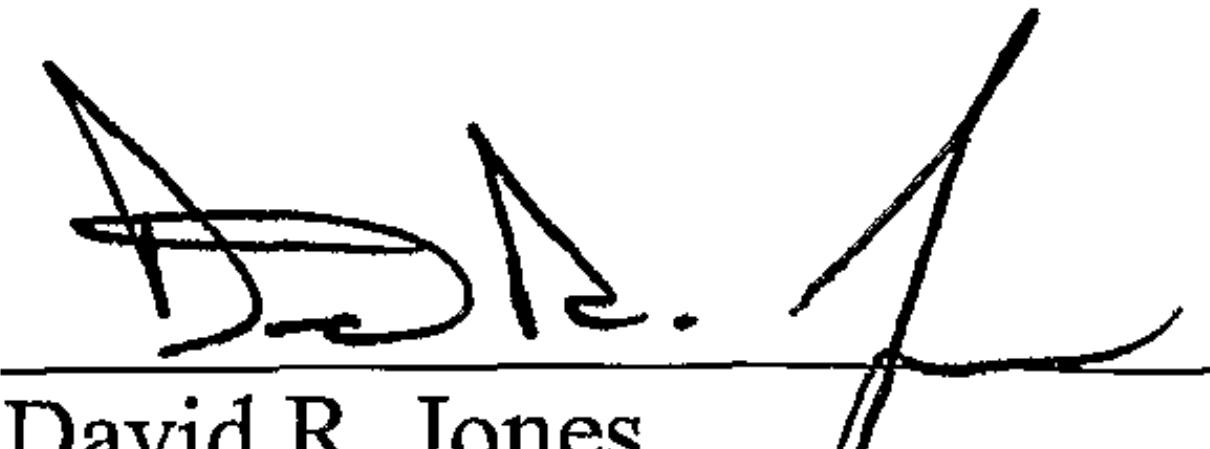
I hereby certify that a true and correct copy of this objection, complete with all exhibits, and the scheduling order obtained from the Clerk have been served upon the claimant, the debtor, and the United States Trustee as set forth below by first class mail on this 14th day of January, 2002. The claimant was also served by certified mail, return receipt requested.

Mr. Hector Duran
U. S. Trustee's Office
515 Rusk, Suite 3516
Houston, Texas 77002

Liquidation Agent
William West
10601 Grant Rd., Suite 222
Houston, TX 77070

Claimant
Pharmerica, Inc.
c/o John Henrichs
Johnson Henrichs & McHugh LLP
280 S. Beverly Dr., Penthouse
Beverly Hills, CA 90212

Pharmerica, Inc.
c/o Alan W. Forsley
Henrichs Law Firm, P.C.
835 Wilshire Blvd., Suite 300
Los Angeles, CA 90017



David R. Jones

District of Southern District of Texas (Houston)

PROOF OF CLAIM

In re (Name of Debtor)
Harvest Communities, Inc, 31-1504228

Case Number: 00-36301

Lead Case No. 1539148

COPY

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor:
(The person or other entity to whom the debtor owes money or property)

Pharmerica Inc

Name and Address Where Notices Should be Sent
John Henrichs
Johnson Henrichs & McHugh LLP
280 S. Beverly Dr., Penthouse
Beverly Hills, CA 90212
Telephone No (310) 248-3505

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if address differs from the address on the envelope sent to you by the court.

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES
DEBTOR: # 00206 & # 41958

Check here if this claim replaces a previously filed claim, dated: _____
 amends

1. BASIS FOR CLAIM:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly):

Retiree benefits as defined in 11 U.S.C. § 1114(a)
 Wages, salaries, and compensation (fill out below)
 Your social security number _____
 Unpaid compensation for services performed
 from _____ to _____
 (date) (date)

2. DATE DEBT WAS INCURRED

12/98-01/00

3. IF COURT JUDGMENT, DATE OBTAINED:

4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another.

CHECK THE APPROPRIATE BOX OR BOXES below that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.

 SECURED CLAIM \$ _____

Attach evidence of perfection of security interest.

Brief Description of Collateral:

- Real Estate
- Motor Vehicle
- Other (Describe briefly):

Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____

UNSECURED NONPRIORITY CLAIM \$ **18,307.29**

A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

UNSECURED PRIORITY CLAIM \$ _____

UNSECURED PRIORITY CLAIM \$ _____

Specify the priority of the claim.

- Wages, salaries, or commissions up to \$4000*, earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier—11 U.S.C. § 507(a)(3)
- Contributions to an employee benefit plan—11 U.S.C. § 507(a)(4)
- Up to \$1,800* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use—11 U.S.C. § 507(a)(6)
- Alimony, maintenance, or support owed to a spouse, former spouse, or child—11 U.S.C. § 507(a)(7)
- Taxes or penalties of governmental units—11 U.S.C. § 507(a)(8)
- Other—Specify applicable paragraph of 11 U.S.C. § 507(a)

* Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after date of adjustment.

5. TOTAL AMOUNT OF
CLAIM AT TIME CASE
FILED:

\$ **18,307.29**

(Unsecured)

\$ _____

\$ _____

(Secured)

(Priority)

\$ **18,307.29**

(Total)

Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

6. CREDITS AND SETOFFS. The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

THIS SPACE IS FOR COURT USE ONLY

7. SUPPORTING DOCUMENTS. Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests to original and each copy. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. DATE-STAMPED COPY. To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and additional copy of this proof of claim.

DATE:
10/06/00

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim
(attach copy of power of attorney, if any):

Alan W. Forsley, Esq.

PENALTY for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

CERTIFICATE OF SERVICE

I, Alan W. Forsley, attorney for PharMerica, hereby certify that on this 6th day of October 2000, I served copies of the foregoing:

PHARMERICA'S PROOF OF CLAIM AS TO HARVEST COMMUNITIES, INC.

The above document was served by first class mail, postage-prepaid to the following interested parties:

Debtors' Counsel:

David R. Jones
Floyd Isgur et al
700 Louisiana, Suite 4600
Houston, TX 77002

U.S. Trustee:

U.S. Trustee
Attn: Hector Duran
515 Rusk, Suite 3516
Houston, TX 77002

I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Alan W. Forsley
Alan W. Forsley

FORM B10 (Official Form 10) (4/98)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>Texas</u>		PROOF OF CLAIM	
Name of Debtor <u>Texas Choice Communities, Inc</u> Case Number <u>00-36302</u>			
<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>			
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>PharMerica, Inc.</u>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Name and address where notices should be sent: <u>John Henrichs Johnson Henrichs & McHugh LLP 280 S. Beverly Dr., Penthouse Beverly Hills, CA 90212 Telephone number (310) 248-3505</u>	THIS SPACE IS FOR COURT USE ONLY		
Account or other number by which creditor identifies debtor: <u>#26170</u>	Check here if this claim <input type="checkbox"/> replaces a previously filed claim, dated: _____ <input type="checkbox"/> amends		
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred: <u>02/98-01/00</u>	3. If court judgment, date obtained:		
4. Total Amount of Claim at Time Case Filed: If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.	\$ <u>52,164.10</u>		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges <u>at time case filed</u> included in secured claim, if any: \$ _____	6. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,300)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).		
7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY <i>WDA</i>	
Date <u>10/06/00</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any). <u>Alan W. Forsley, Esq.</u>		
Penalty for presenting fraudulent claim: Fine of up to \$500		tabbies EXHIBIT <i>Z</i>	
years, or both. 18 U.S.C. §§ 152 and 3571.			

CERTIFICATE OF SERVICE

I, Alan W. Forsley, attorney for PharMerica, hereby certify that on this 6th day of October 2000, I served copies of the foregoing:

PHARMERICA'S PROOF OF CLAIM AS TO TEXAS CHOICE COMMUNITIES,
INC.

The above document was served by first class mail, postage-prepaid to the following interested parties:

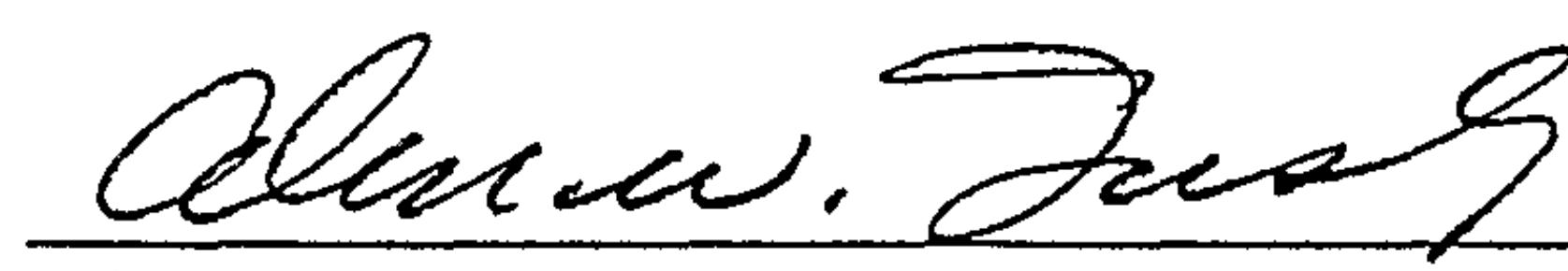
Debtors' Counsel:

David R. Jones
Floyd Isgur et al
700 Louisiana, Suite 4600
Houston, TX 77002

U.S. Trustee:

U.S. Trustee
Attn: Hector Duran
515 Rusk, Suite 3516
Houston, TX 77002

I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct.


Alan W. Forsley

FORM B10 (Official Form 10) (4/98)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>Texas</u>		PROOF OF CLAIM
Name of Debtor Texas Choice Communities, Inc.	Case Number 00-36302	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): Pharmerica, Inc.	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: Alan W. Forsley Henrichs Law Firm, P.C. 835 Wilshire Blvd., suite 300 Los Angeles, CA 90017 Telephone number: (213) 239-0500	THIS SPACE IS FOR COURT USE ONLY	
Account or other number by which creditor identifies debtor: 26170	Check here if this claim <input type="checkbox"/> replaces a previously filed claim, dated: 10/11/00 <input checked="" type="checkbox"/> amends	
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred: 2/98-1/00	3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed: \$ 52,164.10 If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____	6. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,300)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>*Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>	
7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.	THIS SPACE IS FOR COURT USE ONLY	
8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments; mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date 11/24/01	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney)	
Alan W. Forsley <div style="text-align: center;"> EXHIBIT 3 </div>		
Penalty for presenting fraudulent claim: Fine of up to \$1,000, or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

73
62
AMENDMENT
Amended

CERTIFICATE OF SERVICE

I, Alan W. Forsley, attorney for PharMerica, hereby certify that on this 26th day of November 2001, I served copies of the foregoing:

AMENDED PROOF OF CLAIM

The above document was served by first class mail, postage-prepaid to the following interested parties:

Debtors' Counsel:

David R. Jones
Floyd Isgur et al
700 Louisiana, Suite 4600
Houston, TX 77002

U.S. Trustee:

U.S. Trustee
Attn: Hector Duran
515 Rusk, Suite 3516
Houston, TX 77002

I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct.



Alan W. Forsley

UNITED STATES BANKRUPTCY COURT

District of Southern District of Texas (Houston)

PROOF OF CLAIM

In re (Name of Debtor)
 Trinity Retirement Communities, Inc.,
 not given

Case Number: 00-36303 - kkb

Cred. ID: 1542802

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor:
 (The person or other entity to whom the debtor owes money or property)

Pharmerica

Name and Address Where Notices Should be Sent
 Johnson Henrichs McHugh LLP
 280 S. Beverly Dr., Penthouse
 Beverly Hills, CA 90212

Telephone No (310) 248-3505

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if address differs from the address on the envelope sent to you by the court.

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES
 DEBTOR: 15397; 00041; 51833; 00022;
 00513; 15873 & 00043

Check here if this claim replaces a previously filed claim, dated: _____ amends

1. BASIS FOR CLAIM:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly):

Retiree benefits as defined in 11 U.S.C. § 1114(a)

Wages, salaries, and compensation (fill out below)

Your social security number _____

Unpaid compensation for services performed from _____ to _____

(date)

(date)

2. DATE DEBT WAS INCURRED

10/98-01/00

3. IF COURT JUDGMENT, DATE OBTAINED:

4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another.

CHECK THE APPROPRIATE BOX OR BOXES below that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.

SECURED CLAIM \$ _____

Attach evidence of perfection of security interest.

Brief Description of Collateral:

Real Estate Motor Vehicle Other (Describe briefly):

Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____

UNSECURED NONPRIORITY CLAIM \$ 222,338.83

A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

UNSECURED PRIORITY CLAIM \$ _____

UNSECURED PRIORITY CLAIM \$ _____

Specify the priority of the claim.

Wages, salaries, or commissions up to \$4000*, earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier—11 U.S.C. § 507(a)(3)

Contributions to an employee benefit plan—11 U.S.C. § 507(a)(4)

Up to \$1,800* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use—11 U.S.C. § 507(a)(6)

Alimony, maintenance, or support owed to a spouse, former spouse, or child—11 U.S.C. § 507(a)(7)

Taxes or penalties of governmental units—11 U.S.C. § 507(a)(8)

Other—Specify applicable paragraph of 11 U.S.C. § 507(a)

* Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after date of adjustment.

5. TOTAL AMOUNT OF
 CLAIM AT TIME CASE
 FILED:

\$ 222,338.83
 (Unsecured)

\$ _____
 (Secured)

\$ _____
 (Priority)

\$ 222,338.83
 (Total)

Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

6. CREDITS AND SETOFFS. The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

THIS SPACE IS FOR COURT USE ONLY

7. SUPPORTING DOCUMENTS. Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests to original and each copy. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. DATE-STAMPED COPY. To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and additional copy of this proof of claim.

DATE:
 10/06/00

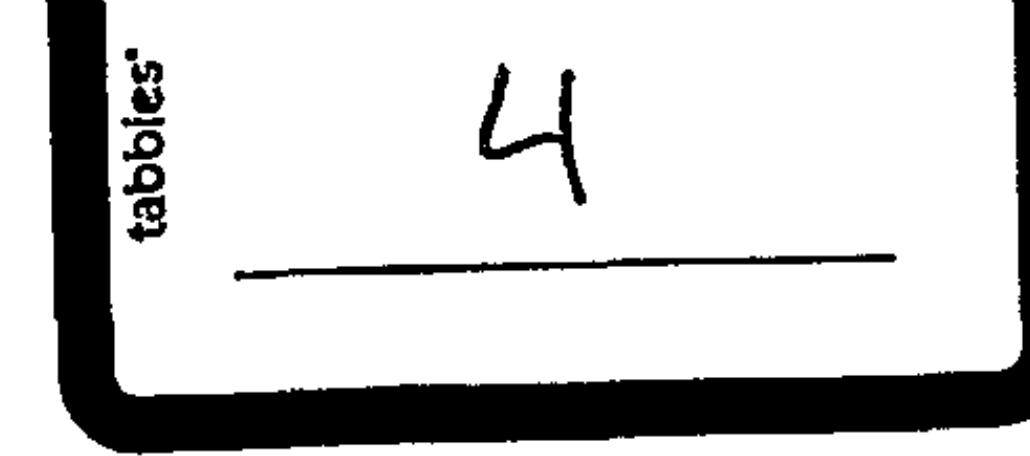
Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

Alan W. Forsley, Esq.

Alan W. Forsley

52B

PENALTY for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.



CERTIFICATE OF SERVICE

I, Alan W. Forsley, attorney for PharMerica, hereby certify that on this 6th day of October 2000, I served copies of the foregoing:

PHARMERICA'S PROOF OF CLAIM AS TO TRINITY RETIREMENT COMMUNITIES, INC.

The above document was served by first class mail, postage-prepaid to the following interested parties:

Debtors' Counsel:

David R. Jones
Floyd Isgur et al
700 Louisiana, Suite 4600
Houston, TX 77002

U.S. Trustee:

U.S. Trustee
Attn: Hector Duran
515 Rusk, Suite 3516
Houston, TX 77002

I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Alan W. Forsley
Alan W. Forsley

FORM B10 (Official Form 10) (4/98)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>Texas</u>		PROOF OF CLAIM
Name of Debtor Trinity Retirement Communities, Inc.	Case Number 00-36303-kkb	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): Pharmerica	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: Alan W. Forsley Henrichs Law Firm, P.C. 835 Wilshire Blvd., suite 300 Los Angeles, CA 90017 Telephone number: (213) 239-0500	THIS SPACE IS FOR COURT USE ONLY	
Account or other number by which creditor identifies debtor: 15397; 00041; 51833; 00022; 00513; 15873 & 00043	Check here if this claim <input type="checkbox"/> replaces a previously filed claim, dated: 10/11/00 <input checked="" type="checkbox"/> amends	
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred: 10/98-01/00	3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed: \$ 222,338.83	If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.	
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____	6. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,300)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(5) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____)	
*Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.	THIS SPACE IS FOR COURT USE ONLY	
8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date 11/24/01	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Alan W. Forsley	
Penalty for presenting fraudulent claim: Fine of up to \$5,000, or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

EXHIBIT

tabbed

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513
AMENDED

-	-	(9.85)	1,015.65	-	(320.00)	60.08	1,529.41	39,672.14	41,947.43
-	-	(58.03)	226.30	38.60	-	11,895.45	8,499.64	28,171.87	48,800.31
72.40	-	29.90	414.35	(3.90)	(537.45)	(3,417.63)	18,866.88	20,478.95	36,003.50
(17.64)	-	(822.88)	4,322.94	(162.83)	666.51	2,294.89	(61.17)	43,428.48	49,648.30
-	-	(73.21)	3,129.81	(581.60)	2,006.71	3,265.20	14,558.57	26,054.45	(6,98)
-	-	-	3,745.55	840.00	(2,548.05)	-	-	2,037.50	8,261.56
55.44	66.01	51.43	166.25	(51.83)	209.58	30.31	51.37	204.09	861.10
									8,592.91
									205,352.59
									16,986.83
								3.57	249,251.35

CERTIFICATE OF SERVICE

I, Alan W. Forsley, attorney for PharMerica, hereby certify that on this 26th day of November 2001, I served copies of the foregoing:

AMENDED PROOF OF CLAIM

The above document was served by first class mail, postage-prepaid to the following interested parties:

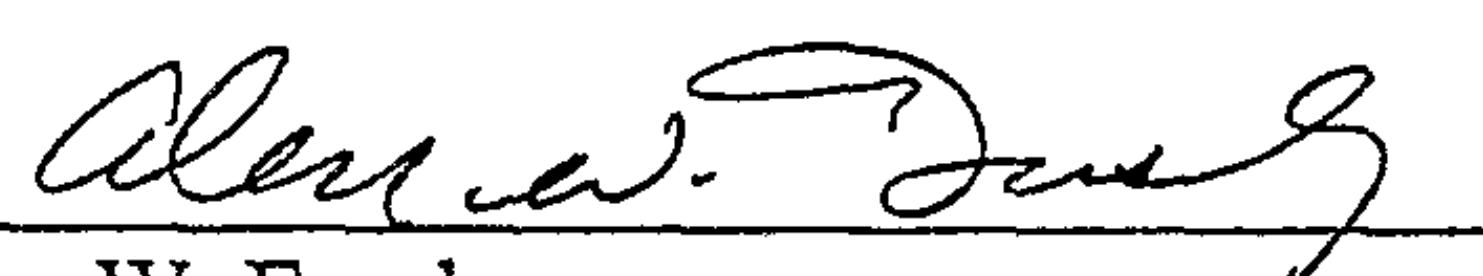
Debtors' Counsel:

David R. Jones
Floyd Isgur et al
700 Louisiana, Suite 4600
Houston, TX 77002

U.S. Trustee:

U.S. Trustee
Attn: Hector Duran
515 Rusk, Suite 3516
Houston, TX 77002

I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct.



Alan W. Forsley